

1 Andy C. Warshaw, CA SBN No. 263880  
2 Direct Phone: (949) 345-1455  
3 Email: andy@dimarcowarshaw.com  
4 Martha Warriner, CA SBN No. 76132  
5 Direct Phone: (760) 409-7705  
6 Email: martha@dimarcowarshaw.com  
**DiMarco Warshaw, APLC**  
PO Box 704  
San Clemente, CA 92674

[Proposed] General Bankruptcy Counsel  
for the Debtor in Possession

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA – SANTA ANA DIVISION

In Re

R2 MARKETING AND CONSULTING,  
LLC,

Debtor in Possession.

Case No.: 8:25-bk-10631-SC

Chapter 11

**DECLARATION OF RYAN MORRIS  
SUPPORTING APPLICATION OF  
DEBTOR AND DEBTOR IN  
POSSESSION TO EMPLOY  
DIMARCO WARSHAW, APLC AS  
GENERAL BANKRUPTCY COUNSEL  
EFFECTIVE APRIL 14, 2025**

[NO HEARING REQUIRED UNLESS  
REQUESTED UNDER L.B.R. 2014-1(B)]

I, Ryan Morris, do hereby declare and say as follows:

1. I am over eighteen (18) years of age and a citizen of the United States of America. I make this Declaration based upon the following facts, all of which are within my personal knowledge or belief. As to all matters alleged on information and belief, I believe them to be true. If called upon as a witness, I could and would competently testify thereto.

2. I am the owner and managing member of R2 Marketing and Consulting, LLC. (the “Debtor”) in the above-captioned bankruptcy case. On March 12, 2025 (the “Petition Date”), Debtor filed its voluntary petition for relief under Chapter 11 of Title 11 of the United States

1 Bankruptcy Code. I signed the voluntary petition on behalf of Debtor.

2       3. On the Petition Date, Debtor was represented by the law firm of Totaro and Shanahan,  
3 LLP. It is my desire to retain DiMarco Warshaw, APLC (the “Firm”), in place and instead of the  
4 Totaro firm. A Substitution of Attorney form will be filed concurrently with this Application.

5       4. To the best of my knowledge, DiMarco Warshaw, APLC’s (the “Firm”) has no  
6 connection with the Debtor, its creditors, or any party in interest, their respective attorneys and  
7 accountants, the United States trustee or any person employed in the office of the United States  
8 Trustee as stated in the Declaration of Andy C. Warshaw.

9       5. The Firm was retained by Debtor on April 10, 2025, to provide restructuring and  
10 general bankruptcy advice to Debtor. I have agreed to pay a post-petition retainer in the amount of  
11 \$30,000 to the Firm from my personal funds. I have paid \$10,000 to the Firm as of the date of this  
12 Declaration and agreed to pay the balance of the retainer by no later than April 30, 2025. The  
13 source of the retainer is my personal funds.

14       6. Debtor has no prior connection with Firm. I did not know either Andy C. Warshaw,  
15 Martha A. Warriner, or Darren J. DiMarco prior to calling DiMarco Warshaw, APLC in April  
16 2025. I was referred to Firm by Debtor’s prior counsel, Michael Totaro, and after interviewing  
17 DiMarco Warshaw, APLC, I retained the Firm to represent Debtor in this bankruptcy case.

18       7. I have been informed that it may be appropriate or required to employ other  
19 professionals in the case for accounting and other services. Debtor has employed the accounting  
20 firm of Penny M. Fox, CPA, as its accountants and paid a prepetition retainer of \$5,000.00.

21       8. I understand and agree that compensation will be paid to DiMarco Warshaw, APLC  
22 on an hourly basis at the attorney rates in the attached retainer agreement in Exhibit B to the  
23 Declaration of Andy C. Warshaw.

24       9. I request that the Court approve the employment application of DiMarco Warshaw, APLC  
25 based upon the terms of the retainer agreement that is attached as an exhibit to the  
**APPLICATION OF DEBTOR AND DEBTOR IN POSSESSION TO EMPLOY DIMARCO**  
**WARSHAW, APLC AS GENERAL BANKRUPTCY COUNSEL EFFECTIVE AS OF**

1      **APRIL 14, 2025**, and that it authorize and approve my payment of the post-petition retainer of  
2      \$30,000, from my personal funds.

3

4      I declare under penalty of perjury under the laws of the United States of America that the  
5      foregoing is true and correct.

6

7      Executed this 17 day of April 2025 at Orange County, CA.

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

Ryan Morris  
Owner and Managing Member of R2  
Marketing and Consulting, LLC